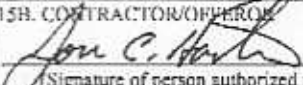
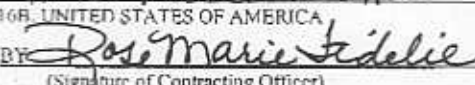


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE	PAGE OF PAGES
2. AMENDMENT/MODIFICATION NO. A00063		3. EFFECTIVE DATE 23-Aug-2002	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. (if applicable)	
6. ISSUED BY 82 CONS/LGC (ROSEMARIE FIDELIE, ROSEMARIE.FIDELIE@SHEPPARD.AF.MIL, 136 K AVE, SUITE 1, BLDG 1664 SHEPPARD AFB TX 78311-2748		CODE FA3020	7. ADMINISTERED BY (If other than item 6) (CODE)		
See Item 6					
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) RAYTHEON AEROSPACE COMPANY 555 INDUSTRIAL DRIVE SOUTH MADISON MS 39110			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X 10A. MOD. OF CONTRACT/ORDER NO. F41689-97-C-0509		
			X 10B. DATED (SEE ITEM 13) 09-Mar-2001		
CODE 1P086		FACILITY CODE			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offer. <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended.					
<p>Offer must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods:</p> <p>(a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.</p>					
12. ACCOUNTING AND APPROPRIATION DATA (if required) See Schedule					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 52.222-43, Fair Labor Standards Act and Service Contract Act - Price Adjustment MAY 1989					
D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return _____ copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) The purpose of this modification is to provide for AWD/CBA wage adjustment for Option Period Four, FY 2002A, 1 October 2001 through 31 March 2002.					
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.					
15A. NAME AND TITLE OF SIGNER (Type or print) Jon Horton, Sr. Contracts Manager AF Prgms.			16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Rose Marie Fidelie		
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)		15C. DATE SIGNED 26 AUG 2002	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)		16C. DATE SIGNED 20020826

EXCEPTION TO SF 30
APPROVED BY OIRM 11-84

30-105-04

STANDARD FORM 30 (Rev. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

14A. The purpose of this modification is to allow for the following changes:

(1) Formally agree to a wage adjustment for increases resulting from the incorporation of revised area wage determinations and the Collective Bargaining Agreement as stated in contract modification A00047, paragraph 14c., based upon the negotiations held on 20 August 2002. The wage increase was processed in accordance with the requirements set forth in contract clause FAR 52.222-43

(2) Add CLIN's 4011, 5011, and 6011 for the wage adjustment increases .

14B. The following CLIN is established with funds obligated in the amount of \$105,862.65. The Accounting Classification and Accounting Appropriation data for this action is:

5723400 302 6444 44212U 030000 56922 000000 660700 FX3020

14C. The following CLINS's are established subject to the availability of funds, and the exercise of the option periods:

CLIN 5011 in the amount of \$105,999.47

CLIN 6011 in the amount of \$212,562.60

14D. Standard Form 1447 is hereby changed from "Estimated \$35,181,911.34 to Estimated \$35,287,773.99" an increase of \$105,862.65.

14E. The following contract page has been revised and is being provided with this modification as a replacement page as indicated below:

14F. In consideration of the modification agreed to herein as complete equitable adjustment, the contractor hereby releases the government from any and all liability under this contract for further equitable adjustments attributable to such facts or circumstances giving rise to this contract modification.

14G. The following contract pages have been revised and are provided with this modification as replacement pages as indicated below:

Delete Page

Insert Page

7E of 63

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12D of 63

14H. No other changes are either expressed or implied.

SECTION B

SUPPLIES AND SERVICES TO BE PERFORMED: Contractor shall provide trainer and equipment maintenance services to support the Technical Training Center located at Sheppard AFB, TX to include satellite maintenance activities in accordance with Section C, Performance Work Statement.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
4010	Area Wage Determination FY2001 Fourth Option Period (01 Oct 01 thru 31 Mar 02) NSN J015-00-TRA-INER Funding Source 2 FFP - Area Wage Determination FY 2001 MILSTRIP F73LGM12481508 PURCHASE REQUEST NUMBER F73LGM12481500				
4010AA		1.00	Each	\$190,017.02	\$190,017.02 - NTE
	Area Wage Determination FY 2001 FFP- The offeror shall submit the proposed total pricing arrangement below based on the projected transfer dates identified in the workcenter bid schedule. NSN J015-00-TRA-INER				
			NET Amount		\$190,017.02
	ACRN AA Funded Amount				
4011	Area Wage Determination FY2002A Fourth Option Period (01 Oct 01 thru 31 Mar 02) NSN J015-00-TRA-INER Funding Source 2 FFP - Area Wage Determination FY 2002A MILSTRIP F73LGM13540100 PURCHASE REQUEST NUMBER F73LGM13540100				
4011AA		1.00	Each	\$105,862.65	\$105,862.65 - NTE
	Area Wage Determination FY 2002A FFP- The offeror shall submit the proposed total pricing arrangement below based on the projected transfer dates identified in the workcenter bid schedule. NSN J015-00-TRA-INER				
			NET Amount		\$105,862.65
	ACRN AA Funded Amount				

SECTION B

SUPPLIES AND SERVICES TO BE PERFORMED: Contractor shall provide trainer and equipment maintenance services to support the Technical Training Center located at Sheppard AFB, TX to include satellite maintenance activities in accordance with Section C, Performance Work Statement.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
5010	Area Wage Determination FY2001 Fifth Option Period (01 Apr 02 thru 30 Sep 02) NSN J015-00-TRA-INER Funding Source 2 FFP - Area Wage Determination FY 2001 MILSTRIP F73LGM12481508 PURCHASE REQUEST NUMBER F73LGM12481500				
5010AA		1.00	Each	\$190,017.02	\$190,017.02 - NTE
	Area Wage Determination FY 2001 FFP- The offeror shall submit the proposed total pricing arrangement below based on the projected transfer dates identified in the workcenter bid schedule. NSN J015-00-TRA-INER				
			NET Amount		\$190,017.02
	ACRN AA Funded Amount				
5011	Area Wage Determination FY2002B Fifth Option Period (01 Apr 02 thru 30 Sep 02) NSN J015-00-TRA-INER Funding Source 2 FFP - Area Wage Determination FY 2002B Net Amount				\$105,999.47

SECTION B

SUPPLIES AND SERVICES TO BE PERFORMED: Contractor shall provide trainer and equipment maintenance services to support the Technical Training Center located at Sheppard AFB, TX to include satellite maintenance activities in accordance with Section C, Performance Work Statement.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
6008	Reimbursable Acquisition Credit System COST - Reimbursable Acquisition Credit System for acquisition of material, parts, subassemblies, equipment for maintaining trainers/training aids/support equipment expenditures shall not to exceed those established in PWS paragraph 5.4. Unless prior approval of the ACO is given for Sheppard AFB, TX; Fort Eustis, VA; and NAS Pensacola, FL. Overhead nor profit will be added to the reimbursement costs. NSN J015-00-TRA-INER	1.00	Each	\$240,000.00	\$240,000.00 NTE
		Estimated Cost		\$240,000.00	NTE
6009	Reimbursable Acquisition Credit System COST - Reimbursable Acquisition Credit System for acquisition of material, parts, subassemblies, equipment for maintaining trainers/training aids/support equipment expenditures shall not to exceed those established in PWS paragraph 5.4. Unless prior approval of the ACO is given for Goodfellow AFB, TX. Overhead nor profit will be added to the reimbursement costs. NSN J015-00-TRA-INER	1.00	Each	\$156,000.00	\$156,000.00 NTE
		Estimated Cost		\$156,000.00	NTE
6010	Area Wage Determination FY 2001 FFP NSN J015-00-TRA-INER	1.00	Each	\$379,386.20	\$379,386.20 NTE
		NET Amount			379,386.20
6011	Area Wage Determination FY 2002A&B FFP NSN J015-00-TRA-INER	1.00	Each	\$ 212,562.60	NTE \$212,562.60
		NET Amount			\$212,562.60

OPTION PERIOD FOUR FY 02A
 (1 October 2001 through 31 March 2002)

MOD #	CLIN	ACCOUNTING & ACCOUNTING AND APPROPRIATION DATA	AMOUNT
A00050	4002	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 3,635,685.40
A00050	4002	5723400 302 6444 4421E 030000 56922 00000 660700 FX3020	\$ 30,000.00
A00050	4003	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 20,000.00
A00050	4005	5723400 302 6444 4421E 030000 56922 00000 660700 FX3020	\$ 10,000.00
A00050	4006	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 12,668.65
A00050	4007	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 16,566.71
A00050	4008	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 120,000.00
A00050	4009	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 78,000.00
A00050	4010	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 190,017.02
A00054	4002	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 4,147.26
A00058	4003	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 1,700.00
A00063	4011	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 105,862.65
			\$ 4,224,647.69
			\$ 30,959,306.98

OPTION PERIOD FIVE FY 02B
 (1 April 2002 through 30 September 2002)

MOD #	CLIN	ACCOUNTING & ACCOUNTING AND APPROPRIATION DATA	AMOUNT
A00055	5002	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 3,714,450.07
A00055	5002	5723400 302 6444 4421E 030000 56922 00000 660700 FX3020	\$ 30,000.00
A00055	5003	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 20,000.00
A00055	5005	5723400 302 6444 4421E 030000 56922 00000 660700 FX3020	\$ 10,000.00
A00055	5006	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 12,668.65
A00055	5007	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 16,566.71
A00055	5008	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 120,000.00
A00055	5009	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 78,000.00
A00055	5010	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 190,017.02
A00059	5002	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 96,441.08
A00060	5002	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 10,323.48
A00062	5008	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 30,000.00
			\$ 4,328,467.01
			\$ 35,287,773.99